

# **Exhibit E**

**From:** [Bonsignore, James J.](#)  
**To:** ["Samuel Silverman Esq.";](#) ["Kane, Mary \(USANYW\)"](#)  
**Cc:** [Pronti, James P.;](#) ["Zahava Silverman"](#)  
**Subject:** RE: Eden Square  
**Attachments:** [image001.jpg](#)  
[Revised Eden Square Stipulation - WOG Redline \(7355536\).docx](#)  
[ATT00001.txt](#)

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Mary and Sam:

Working from Sam's redline, I have also inserted language requested by the Cranberry Vista Apartments LLC principals in redline format. Please advise if the inserted language is acceptable.

Jim

James J. Bonsignore, Esq.

Of Counsel

Direct Dial: 585-987-2903

Direct Fax: 585-362-4619

[jbonsignore@woodsoviatt.com](mailto:jbonsignore@woodsoviatt.com)

Company Logo



Firm Phone: 585-987-2800

Firm Fax: 585-454-3968

[woodsoviatt.com](http://woodsoviatt.com)

Please take note above, that along with our office move, that my direct dial telephone number and direct fax number have changed. Please update your contacts and address book with the new number shown above. Thank you!

*1900 Bausch & Lomb Place, Rochester, New York 14604*

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**From:** Samuel Silverman Esq, [mailto:silvermans@silvermanlaw.net]

**Sent:** Wednesday, June 05, 2019 10:31 AM

**To:** 'Kane, Mary (USANYW)'

**Cc:** Pronti, James P.; 'Zahava Silverman'; Bonsignore, James J.

**Subject:** RE: Eden Square

Thanks Mary, just wanted to make sure you saw the extra signature and consent of the SEC that Evan added on the last page.

Sam

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**From:** Kane, Mary (USANYW)

**Sent:** Wednesday, June 5, 2019 10:28 AM

**To:** Samuel Silverman Esq,

**Cc:** 'Pronti, James P.' ; 'Zahava Silverman' ; 'Bonsignore, James J.'

**Subject:** RE: Eden Square

Sam

I think this accepts you changes but I have to fix my email address.

Looking into highlighted area

MCK

---

**From:** Samuel Silverman Esq, <[silvermans@silvermanlaw.net](mailto:silvermans@silvermanlaw.net)>

**Sent:** Wednesday, June 05, 2019 10:19 AM

**To:** Kane, Mary (USANYW) <[MKane@usa.doj.gov](mailto:MKane@usa.doj.gov)>

**Cc:** 'Pronti, James P.' <[jpronti@woodsoviatt.com](mailto:jpronti@woodsoviatt.com)>; 'Zahava Silverman' <[Zahava@silvermanlaw.net](mailto:Zahava@silvermanlaw.net)>; 'Bonsignore, James J.' <[JBonsignore@woodsoviatt.com](mailto:JBonsignore@woodsoviatt.com)>

**Subject:** RE: Eden Square

Good Morning Mary:

Please see the attached redline which includes comments from lender's counsel, Evan Blau of Cassin and Cassin. He wanted me to explain the importance of the SEC being a party to the agreement as necessary to obtain marketable title. Accordingly, he added their signature to it.

In addition to the redline, I received the following note from the underwriter through the title agent:

We must have clear, concise Release language contained in the Settlement Agreements to be executed by the Justice Department and the Securities and Exchange Commission whereby Old Republic and Landview Title Agency, LLC, is released from any liability. The Agreements must also contain clear language that the property in question will be released from any forfeiture on the part of the Justice Department and also on the part of Securities and Exchange Commission.

I am happy to add lender's counsel and the title agent to an email chain if you feel that will help.

Sam

---

**From:** Kane, Mary (USANYW) <[Mary.Kane@usdoj.gov](mailto:Mary.Kane@usdoj.gov)>

**Sent:** Tuesday, June 4, 2019 4:58 PM

**To:** Samuel Silverman Esq, <[silvermans@silvermanlaw.net](mailto:silvermans@silvermanlaw.net)>; 'Bonsignore, James J.' <[JBonsignore@woodsoviatt.com](mailto:JBonsignore@woodsoviatt.com)>

**Cc:** 'Pronti, James P.' <[jpronti@woodsoviatt.com](mailto:jpronti@woodsoviatt.com)>; 'Zahava Silverman' <[Zahava@silvermanlaw.net](mailto:Zahava@silvermanlaw.net)>

**Subject:** RE: Eden Square

OK thanks!

---

**From:** Samuel Silverman Esq, <[silvermans@silvermanlaw.net](mailto:silvermans@silvermanlaw.net)>

**Sent:** Tuesday, June 04, 2019 4:50 PM

**To:** Kane, Mary (USANYW) <[MKane@usa.doj.gov](mailto:MKane@usa.doj.gov)>; 'Bonsignore, James J.' <[JBonsignore@woodsoviatt.com](mailto:JBonsignore@woodsoviatt.com)>

**Cc:** 'Pronti, James P.' <[jpronti@woodsoviatt.com](mailto:jpronti@woodsoviatt.com)>; 'Zahava Silverman' <[Zahava@silvermanlaw.net](mailto:Zahava@silvermanlaw.net)>

**Subject:** RE: Eden Square

Sorry Mary, I should have been clearer, I was responding to Jim's email, it's the agent he listed, here's their info:

Mindy Braun

Landview Title Agency, LLC

750 Chestnut Ridge Road, Suite 118

Chestnut Ridge NY 10977

P: 646-520-0601

F: 646-751-1519

E: [info@landviewtitle.com](mailto:info@landviewtitle.com)

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**From:** Kane, Mary (USANYW) <[Mary.Kane@usdoj.gov](mailto:Mary.Kane@usdoj.gov)>

**Sent:** Tuesday, June 4, 2019 4:46 PM

**To:** Samuel Silverman Esq, <[silvermans@silvermanlaw.net](mailto:silvermans@silvermanlaw.net)>; 'Bonsignore, James J.'

<[JBonsignore@woodsoviatt.com](mailto:JBonsignore@woodsoviatt.com)>

**Cc:** 'Pronti, James P.' <[jpronti@woodsoviatt.com](mailto:jpronti@woodsoviatt.com)>; 'Zahava Silverman' <[Zahava@silvermanlaw.net](mailto:Zahava@silvermanlaw.net)>

**Subject:** RE: Eden Square

Sam

Who will be acting as escrow agent?

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**From:** Samuel Silverman Esq, <[silvermans@silvermanlaw.net](mailto:silvermans@silvermanlaw.net)>

**Sent:** Tuesday, June 04, 2019 4:43 PM

**To:** 'Bonsignore, James J.' <[JBonsignore@woodsoviatt.com](mailto:JBonsignore@woodsoviatt.com)>; Kane, Mary (USANYW)

<[MKane@usa.doj.gov](mailto:MKane@usa.doj.gov)>

**Cc:** 'Pronti, James P.' <[jpronti@woodsoviatt.com](mailto:jpronti@woodsoviatt.com)>; 'Zahava Silverman' <[Zahava@silvermanlaw.net](mailto:Zahava@silvermanlaw.net)>

**Subject:** RE: Eden Square

Jim:

That is correct and the stip should be amended to reflect that they will be acting as the escrow agent and disbursing (instead of myself). However, please keep in mind that the title company may be required (by either the lender or their underwriter) to actually use the underwriter, Old Republic National Title Insurance Company for the closing disbursements.

Besides my comment above, I need both the title underwriter and our lender's sign-off or comments which I am actively working on. I do not know how long it will take and what the lead time will be to close after final approval, but I will do everything in my power to move this along.

Sam

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**From:** Bonsignore, James J. <[JBonsignore@woodsoviatt.com](mailto:JBonsignore@woodsoviatt.com)>

**Sent:** Tuesday, June 4, 2019 4:26 PM

**To:** 'Kane, Mary (USANYW)' <[Mary.Kane@usdoj.gov](mailto:Mary.Kane@usdoj.gov)>; [silvermans@silvermanlaw.net](mailto:silvermans@silvermanlaw.net)

**Cc:** Pronti, James P. <[jpronti@woodsoviatt.com](mailto:jpronti@woodsoviatt.com)>

**Subject:** RE: Eden Square

Understood and of course. We would deliver all seller's documents to the title company in escrow pending confirmation of the escrow agent's receipt of closing funds from buyer. The title company acting as escrow agent would then wire payoff funds to the existing lender.

The title company is actually located in NY. Sam, please correct me if anything I've stated is incorrect. The agent's contact information is below. Lastly, for everyone's information, I attach a copy of the most recent payoff statement for purposes of calculating figures for the closing settlement statement.

Jim

Title Agent:

Mindy Braun

Landview Title Agency, LLC

750 Chestnut Ridge Road, Suite 118

Chestnut Ridge NY 10977

P: 646-520-0601

F: 646-751-1519

E: [info@landviewtitle.com](mailto:info@landviewtitle.com)

James J. Bonsignore, Esq.

Of Counsel

Direct Dial: 585-987-2903

Direct Fax: 585-362-4619

[jbonsignore@woodsoviatt.com](mailto:jbonsignore@woodsoviatt.com)

Firm Phone: 585-987-2800

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[woodsoviatt.com](http://woodsoviatt.com)

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---

**From:** Kane, Mary (USANYW) [<mailto:Mary.Kane@usdoj.gov>]

**Sent:** Tuesday, June 04, 2019 4:17 PM

**To:** Bonsignore, James J.; [silvermans@silvermanlaw.net](mailto:silvermans@silvermanlaw.net)

**Subject:** Eden Square-

Where will it close? In PA?

We will need final copy of closing statement.

Thanks,

Mary

**Mary Clare Kane**

Assistant U.S. Attorney

Asset Forfeiture and Financial Litigation Unit

U.S. Attorney's Office

138 Delaware Avenue

Buffalo, New York

Desk: (716)843-5809

Fax: (716)551-5563

Company Logo



In Re: The Matter of the Sale of:

THE PREMISES AND REAL PROPERTY WITH  
BUILDINGS, APPURTENANCES, AND  
IMPROVEMENTS AT THE PREMISES, BUILDINGS,  
APPURTENANCES, IMPROVEMENTS, AND  
REAL PROPERTY AT 9000 OLD STATION ROAD,  
CRANBERRY TOWNSHIP, PENNSYLVANIA,  
KNOWN AS EDEN SQUARE APARTMENTS,  
A MULTI-FAMILY RESIDENTIAL APARTMENT  
COMPLEX, OWNED BY CRANBERRY VISTA  
APARTMENTS LLC, SITUATE IN THE COUNTY OF  
BUTLER, PENNSYLVANIA, BEING KNOWN AS  
LOT NUMBER 2 IN THE DAVIS SUBDIVISION  
PLAN AS RECORDED IN THE RECORDER'S OFFICE  
OF BUTLER COUNTY, PENNSYLVANIA  
ON JANUARY 10, 2014 IN PLAN BOOK VOLUME 339,  
PAGE NUMBER 43 AS INSTRUMENT  
# 201401100000776.

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**STIPULATED AGREEMENT REGARDING PROCEEDS FROM THE SALE OF EDEN SQUARE  
APARTMENTS**

IT IS HEREBY STIPULATED and agreed upon by and between the parties, the United States of America, by its attorney, James P. Kennedy Jr., United States Attorney for the Western District of New York, Mary Clare Kane, Assistant United States Attorney, of counsel; James Bonsignore, Esq., of counsel to Cranberry Vista Apartments, LLC, Old Republic National Title Insurance Company, Landview Title Agency LLC and Samuel Silverman, Esq., of counsel to Freshcorn Square DE 1 LLC and Freshcorn Square DE 2 LLC, that with the proceeds from the sale of the above-encaptioned property (hereinafter referred to as "Eden Square Apartments") a payment shall be made to the United States Marshal Service for the Western District of Pennsylvania in the form of a certified bank check to be held in its Seized Assets Deposit Fund as the substitute res until resolution is

reached in criminal and forfeiture litigation attendant to the case known as United States v. Robert Morgan et al, 18-CR-108-EAW with respect to those proceeds or until further order of the Federal Court.

On May 21, 2019, a federal grand jury returned a Superseding Indictment charging Robert Morgan, Frank Giacobbe, Todd Morgan and Michael Tremetti (the "defendants") with violations of Title 18, United States Code, Sections 1343, 1344, 1349 and 2 as well as Title 18, United States Code, Section 1956(h). Indictment Number 18-CR-108-EAW.

The Superseding Indictment contains three (3) allegations regarding criminal forfeiture and alleges that certain Real Properties are subject to forfeiture, as applicable, pursuant to Title 18, United States Code, Sections 981(a)(1), 982(a)(1), 982(b)(1), 981(a)(1)(C), and Title 28, United States Code, Section 2461(c) in that the Real Properties (1) constitute or are derived from proceeds traceable to the offense of conviction; (2) are property constituting, or derived from proceeds obtained, directly or indirectly, as a result of such offenses of conviction and the commission of violations of Title 18, United States Code, Sections 1343, 1344, 1349 and 2 (Bank and Wire Fraud and Conspiracy); and (3) are involved in such offense and any property traceable to such property and the commission of violations of Title 18, United States Code, Sections 1956(h) (Money Laundering Conspiracy).

Eden Square Apartments is named in all three (3) Forfeiture Allegations of the Superseding Indictment as being subject to forfeiture in the event of conviction.

A sale of Eden Square Apartments according to the terms and conditions of a certain contract entered into on May 2, 2019 between Cranberry Vista Apartment/Robert Morgan, Manager, as seller, and Freshcorn Square, DE 1 LLC and Freshcorn Square DE 2 LLC by Asher Handler (Authorized Signatory), as purchaser, is pending and set to close on June 6, 2019 or shortly thereafter once the Seller is able to deliver marketable title to the property.

The parties agree that the seller, Cranberry Vista Apartments, LLC/Robert Morgan as Manager, shall execute all necessary documents as required by the attorney for this purchase, to transfer clear title to Freshcorn Square DE 1 LLC and Freshcorn Square DE 2, LLCs, a bona fide purchaser for value.

Old Republic National Title Insurance Company or Landview Title Agency LLC as escrow agent for the closing, will pay all valid lienholders, taxes, customary fees and charges attendant to the sale of the real estate in the County of Butler and Commonwealth of Pennsylvania, including reasonable attorney fees, and thereafter will make payment of the net proceeds from the sale to the United States Marshals Service in a certified check in an amount provided by a closing statement prepared for the sale of the Eden Square Apartments by James J. Bonsignore, Esq., attorney for Cranberry Vista Apartments, LLC/Robert Morgan as Manager, the seller, disclosed to and agreed to by the parties hereto in advance of the closing and Old Republic National Title Insurance Company or Landview Title Agency, LLC will tender payment of said net proceeds check to the United States Attorney's Office for the Western District of New York at or immediately after said closing.



The United States Marshals Service shall hold the sale proceeds in its Seized Assets Deposit Fund as the substitute res until the conclusion of the pending criminal and forfeiture litigation in United States v. Robert Morgan, et al, 18-CR-108-EAW or upon an order of the Court. Notwithstanding anything contained herein, in any forfeiture statute, or in any other other provision governing or affecting the rights of third parties not named in the superseding indictment, any such third party claiming an interest in the sale proceeds that are the subject of this Stipulated Agreement may apply to the Court at any time, on notice, for release or other disposition of those funds.

The seller agrees that no proceeds shall be caused to be transferred in any manner to Cranberry Vista Apartments, LLC, Robert Morgan or any of his family members or entities until further federal court order.

Seller and Purchaser represent that there are no conflicts of interest with respect to the pending sale of Eden Square Apartments.

It is further agreed and stipulated that none of the parties shall be liable to the other for attorney fees, costs, and expenses, interest, or any other relief not specifically provided for in this agreement.

Buffalo, New York, June 5, 2019.

JAMES P. KENNEDY, JR.  
United States Attorney

By: \_\_\_\_\_

MARY CLARE KANE  
Assistant United States Attorney  
United States Attorney's Office  
Western District of New York  
138 Delaware Avenue  
Buffalo, New York 14202  
(716) 843-5700 ext. 809  
Mary.Kane@usdoj.gov

Dated: June 2019

\_\_\_\_\_  
James Bonsignore, Esq.  
Woods Oviatt Gilman, LLP  
1900 Bausch and Lomb Place  
Rochester, New York  
585-987-5903  
jbonsignore@woodsoviatt.com

Dated: June 2019

\_\_\_\_\_  
Samuel Silverman, Esq.  
The Silverman Law Firm, PLLC  
845-517-0351

Dated: June 2019

\_\_\_\_\_  
Robert Morgan  
Manager  
Cranberry Vista Apartments, LLC

Dated: June 2019

\_\_\_\_\_  
Asher Handler  
Freshcorn Square, DE 1&2 , LLCs  
Authorized Signatory

Dated: June 2019

\_\_\_\_\_  
Old Republic National Title Insurance

Company

Dated: June 2019

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Landview Title Agency LLC

ACKNOWLEDGE, AGREED AND CONSENTED TO BY SECURITIES EXCHANGE COMMISSION,  
AS PLAINTIFF, V. ROBERT C. MORGAN, MORGAN MEZZANINE FUND MANAGER LLC, and  
MORGAN ACQUISITIONS LLC, AS DEFENDANTS, 19 CIV. 661 FILED MAY 21, 2019 IN  
UNITED STATES WESTERN DISTRICT COURT, WESTERN DISTRICT OF NEW YORK:

Dated: June 2019

\_\_\_\_\_  
SECURITIES EXCHANGE COMMISSION

From: "Bonsignore, James J." <JBonsignore@woodsoviatt.com>  
To: "'Samuel Silverman Esq,' " <silvermans@silvermanlaw.net>, "'Kane, Mary (USANYW)' " <Mary.Kane@usdoj.gov>  
CC: "Pronti, James P." <jpronti@woodsoviatt.com>, 'Zahava Silverman' <Zahava@silvermanlaw.net>  
Subject: RE: Eden Square  
Thread-Topic: Eden Square  
Thread-Index: AQHVLdx0vSkVzg6dDU6T+hK5B2G7NA==  
Date: Wed, 5 Jun 2019 14:44:23 +0000  
Message-ID: <b9860d8b4f9a4f97b7ae8d8e47d23ea5@EX2.woods.intra>  
References: <73ef65f3eaaa4f87b11b7085c3089cd3@EX2.woods.intra>  
<008001d51b16\$2525c380\$6f714a80\$@silvermanlaw.net>  
<e8aba972a6cb462e898b14004d04107e@USAHUBSML212.usa.doj.gov>  
<009701d51b17\$05277f50\$0f767df0\$@silvermanlaw.net>  
<93583a3a2c6141fdb3061d28239af5fe@USAHUBSML212.usa.doj.gov>  
<009b01d51ba9\$a5c594f0\$f150bed0\$@silvermanlaw.net>  
<7c18288939c14b728ee4d5d014f552cf@USAHUBSML212.usa.doj.gov>  
<00e701d51bab\$5af34e70\$10d9eb50\$@silvermanlaw.net>  
In-Reply-To: <00e701d51bab\$5af34e70\$10d9eb50\$@silvermanlaw.net>  
Content-Language: en-US  
X-MS-Has-Attach: yes  
X-MS-TNEF-Correlator:  
MIME-Version: 1.0  
Content-Type: multipart/mixed;  
boundary="\_006\_b9860d8b4f9a4f97b7ae8d8e47d23ea5EX2woodsinfra\_"